

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

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In re: )  
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WOMEN'S APPAREL GROUP, LLC ) Chapter 11  
 ) Case No. 11-16217 (JNF)  
Debtor. )  
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**DEBTOR'S MOTION TO CONTINUE HEARINGS,  
RESET DATES UPON WHICH TO FILE OBJECTIONS AND  
MAINTAIN INTERIM POST-PETITION FINANCING ORDER**

*(Emergency Determination Requested)*

**To the Honorable Joan N. Feeney, United States Bankruptcy Judge:**

Debtor Women's Apparel Group, LLC (the "Debtor"), at the request and with the support of the Official Committee of Unsecured Creditors' (the "Creditors' Committee"), and upon hearing no objections by the United States Trustee, hereby respectfully requests that the motion hearings listed below, presently scheduled for Tuesday, **July 26, 2011** at 11:30 a.m., be continued until **August 8, 2011**:

- Hearing on Motion filed by Debtor Women's Apparel Group LLC for (I) Authorization to (A) Obtain Secured Post-Petition Financing Pursuant to 11 U.S.C. Sec. 105,361,362, and 364(c) and (d); (B) Grant Security Interests, Superpriority Claims and Adequate Protection; and (C) Use Cash Collateral. (Docket # 83);
- Hearing on Application filed by Debtor Women's Apparel Group LLC for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014 Authorizing the Debtor to Retain and Employ Financo, Inc. as Investment Banker for the Debtor, *Nunc Pro Tunc* to the Petition Date, and Waiving Certain Requirements of MLBR 2016-1 (Docket # 124); and
- Hearing on Motion filed by Debtor Women's Apparel Group LLC Requesting (I) Approval of (A) Asset Purchase Agreement and Authorizing the Sale of Substantially All of the Debtor's Assets Outside the Ordinary Course of Business, Free and Clear of All Liens, Claims, Interests and Encumbrances, and Subject to Competing Offers; and (B)

Bid and Auction Procedures; and (II) Related Relief. (The Motion to Approve Bidding and Auction Procedures only are being heard at this hearing) (Docket # 125).

The Debtor also respectfully requests that the Court reset the date upon which any and all objections to these motions by the United States Trustee, the Creditors' Committee, R.T. Taunton LLC, Oracle America, Inc. and UniteHere are due to July 29, 2011 (with respect to the United States Trustee, R.T. Taunton LLC, Oracle America, Inc. and UniteHere) and August 3, 2011 (with respect to the Creditors' Committee) subject to a further extension by written agreement of the Debtor and Distinctive Apparel, Inc. ("DAI"), with approval by the Court. The July 22, 2011 and July 25, 2011 response deadlines, as applicable, will remain with respect to all other parties in interest not specifically referenced herein or granted an extension of time to respond.

Finally, in order to preserve the *status quo* during the period of the requested continuances and to permit the Debtor to continue to operate its business, the Debtor, with agreement by the Creditors' Committee, DAI, and R.T. Taunton LLC, also respectfully requests that the Court maintain Judge Hillman's July 15, 2011 Interim Order Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. Sec. 105, 361, 362 and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims and Adequate Protection; and (C) Use of Cash Collateral (Docket No. 78) pending entry of a Final Order. This request is without prejudice to any parties' right to file an objection to the Motion for Post-Petition Financing.

In support of this motion, the Debtor states as follows:

1. The Creditors' Committee was appointed July 20, 2011. The continuance requested by the Creditors' Committee and agreed to by the Debtor and DAI, will afford the Creditors' Committee, Kelley Drye & Warren LLP (its proposed counsel) and CBIZ (its

proposed financial advisor) sufficient opportunity to review and consider the motions and to meet with counsel for the Debtor and DAI, the DIP Lender.

2. The Debtor and the Creditors' Committee anticipate that the proposed continuance will reduce the need for litigation and decrease expenses to the Estate. In exchange for the extension of time to respond to the motions, as well as the continuance of the hearing dates as set forth above, the Debtor, R.T. Taunton LLC, the Creditors' Committee, and DAI agree to engage in good faith discussions to resolve any outstanding issues related to the motions prior to the new hearing date, including, but not limited to, the possibility of increasing the carve-out currently set forth in the Sale Motion for Committee Counsel fees to include, among other things, fees to cover the Committees' retention of CBIZ as its financial advisor.

3. Moreover, the Creditors' Committee and R.T. Taunton LLC agree that in no event shall the Debtor and/or DAI, having agreed to allow for an extension of time to respond to the motions, and as a result having agreed to a continuance of the hearing on the motions, be grounds for extending the Sale Hearing beyond the week of August 29, 2011. In fact, the Creditors' Committee and R.T. Taunton LLC, taking advantage of the extension of the current objection deadlines referenced above agree to consent to the request of the Debtor and/or DAI for a shortened notice period in connection with a Sale Hearing should the Sale Hearing date require something other than "regular" notice as set forth in the Federal Rules of Bankruptcy Procedure and MLBR (including notice on an expedited or emergency basis) as a result of the above-requested continuances.

4. The Creditors' Committee, DAI, and R.T. Taunton LLC, through their respective counsel, agree with and acknowledge this motion.

5. The U.S. Trustee was consulted as well and does not oppose this motion.

**EMERGENCY DETERMINATION REQUESTED**

6. The Debtor requests that the Court grant the Motion without further notice or hearing.
7. The hearings presently are scheduled for July 26, 2011 and objections to the Post-Petition Financing Motion are due today.
8. Absent the expedited relief sought in this motion, the Creditors' Committee would not have adequate time to consider and determine its position on the motions. This could cause irreparable harm to the Estate.

**NOTICE**

The Debtor has or will serve this Motion on the Office of the United States Trustee, the Creditor's Committee, and all parties who have filed a notice of appearance in this case. The Debtor submits that such service provides sufficient notice in light of the nature of the relief requested and requests that the Court approve such notice.

WHEREFORE, the Debtor respectfully requests that the Court enter an order (i) continuing the motion hearings (Docket Nos. 83, 124 and 125) scheduled for July 26, 2011 to August 8, 2011; (ii) resetting the date upon which any and all objections to these motions by the United States Trustee, the Creditors' Committee, R.T. Taunton LLC, Oracle America, Inc. and UniteHere are due to July 29, 2011 (with respect to the United States Trustee, R.T. Taunton LLC, Oracle America, Inc. and UniteHere) and August 3, 2011 (with respect to the Creditors' Committee); and (iii) maintaining Judge Hillman's July 15, 2011 Interim Order Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. Sec. 105, 361, 362 and 364(c) and (d);

(B) Granting Security Interests, Superpriority Claims and Adequate Protection; and (C) Use of Cash Collateral (Docket No. 78) pending entry of a Final Order.

Dated: July 22, 2011

Respectfully submitted,

WOMEN'S APPAREL GROUP, INC.,  
Debtor

By proposed counsel to Debtor and Debtor-in-Possession,

/s/ Richard S. Rosenstein  
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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(Eastern Division)

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In re: )  
 )  
WOMEN'S APPAREL GROUP, LLC ) Chapter 7 (Involuntary)  
 ) Case No. 11-16217 (JNF)  
Debtor. )  
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**CERTIFICATE OF SERVICE**

I, Richard S. Rosenstein, hereby certify that on this 22nd day of July, 2011, I caused a copy of the foregoing document, inclusive of all attachments and exhibits, to be served upon those parties on the attached service list by ECF (for registered participants as identified on the Notice of Electronic Filing (NEF)), or electronic mail (for non-registered participants).

/s/ Richard S. Rosenstein  
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## SERVICE LIST

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### C. Creditors' Committee

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### D. Noticed Appearances

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